2300 N Street, NW Washington, DC 20037-1128

telephone: 202.783.4141 facsimile: 202.783.5851 **www.wbklaw.com**

November 11, 1999

VIA FEDERAL EXPRESS

Magalie Roman **Salas**, Secretary Federal Communications Commission 1270 Fairfield Road Gettysburg, PA 17325-7245

Re: Huntsville MSA Limited Partnership

FCC Form 602 — Ownership Disclosure Information

Dear Ms. Salas:

Pursuant to Section 1.9 **19(b)(** 1) of the Commission's rules, and the procedures set forth in *Public Notice*, DA 99-1001 (May **25, 1999)**, and *Public Notice*, DA 99-314 (Feb. **10, 1999)**, Huntsville MSA Limited Partnership ("Applicant") hereby submits an original and one copy of an FCC Form 602 Ownership Disclosure Information for the Wireless Telecommunications Services. This information is submitted in connection with an FCC Form 601 application being filed contemporaneously via the Commission's Universal Licensing System ("ULS") to request authority for a new common carrier fixed point-to-point microwave transmit station.

In preparing the instant Form 602, Applicant has used its best efforts and acted in good faith to provide the most complete ownership information possible. Should significant updated or additional information become available to Applicant, the enclosed Form 602 will be revised accordingly. Additional information will be provided upon request.

Should you have any questions regarding this application, please contact the undersigned.

Sincerely,

WILKINSON BARKER KNAUER, LLP

By: Jeffrey S. Cohen
William P. Layto

William R. Layton

Enclosure

FCC 602 Main Form

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Applicant/Licensee Information				
1) First Name (if individual):	MI:	Last Name:		Suffix
2) Applicant Name (if entity):			3) Applicant TIN:	
			-	
Huntsville MSA Limited Partnersh	ip			
Related FCC Regulated Businesses of Applicant/Licens	see			
4a)	D.	4b)	4c)	4d)
Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	Pr	incipal Business:	TIN:	Percent of Interest Held:
See Attachment 1				
			1	
``				
			WECEIN	E C
			NOV 2 6 1999	
Signature 5) Typed on Printed Name of Party Authorized to Sign			Licensing & Technic Analysis Branch	Cal
First Name:	MI:	Last Name:	AllalysisBranch	Suffix
Joaquin	R.	Carbonell		
Title:				
Vice President and General Counse	el of	General Part	ner	
Signature:			Date:	
X (Corbonell			35 TO 1172737A72	
Failure To Sign This Application May Result In Dismissal Of The Application	n And Forfeit	ture Of Any Fees Paid	NOV 1000	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHI	MENTS AR	E PUNISHABLE BY FINE AND		tle 18 Section 1001)
AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION Section 503).	1 PERMIT (L	U.S. Code, Title 47, Section 312	2(a)(1)), AND/OR FORFEITURE (U.S	3. Code, Title 47,

Schedule for Disclosable interest Holders

Approved by OMB 3060 = 0799
See instructions for public burden estimate

Disclosable interest Holder information (complete as many as required to describe all disclosable interest holders

Disclosable interest Holder information (co	mplete as ma	iny as rec	uired to describe all dis	closable interest holders)	
1) Disclosable Interest Holder's First Name (if individual	dual):	MI:	Last Name:		Suffix:
Disclosable Interest Holder's Name (if entity):				3) Disclosable Interest Holder's	TIN:
Alabama Cellular Service,	Inc.				
4) Disclosable Interest Holder's Address:					
1100 Peachtree Street, N	.E., Atl	anta,	GA 30309		
Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable (refer to inst	Interest Ho tructions for	lder is a(n):() · list of codes):	7) Percent of Interest Held in A	pplicant:
			•		
D		С		50%	
Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest Ho	older's Country of Citizenship:	
G/L			U.S.A.		
10) Relationship Description (if the discloseable interest	st holder is an ir	ndirect own	er, list path of ownership fro	m indirect owner to the applicant):
See Attachment 1					
Related FCC Regulated Businesses of Disc	losable inter	est Holde	ers (reneat for each in	nterest holder identified)	
Atal	- I I I I I I I I I I I I I I I I I I I	JOE HOIGE	44by	44aV	44.47

11a) Namel and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See Attachment 1			
×.			

Approved by OMB 3060 - 0799 See instructions for public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (c	omplete as m	nany as r	equired to describe all	disclosable interest holders)
Disclosable Interest Holder's First Name (if indiv	idual):	MI;	Last Name:		Suffix:
Disclosable Interest Holder's Name (if entity):	SHELL			Disclosable Interest Hold	er's TIN:
Huntsville Cellular Telep	ohone Co	orp.,	Inc.	TO THE PARTY STATES	
Disclosable Interest Holder's Address:					
1100 Peachtree Street, N.	.E., Atl	anta,	GA 30309		
5) Type of Interest in Applicant () (refer to Instructions for list)			Holder is a(n): () for list of codes):	7) Percent of Interest Held	in Applicant:
D		C		25%	
B) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interes	t Holder's Country of Citizenship:	
L O) Relationship Description (if the discloseable inter	act halder is an	indicact a	I U.S.A.	in from Indianat super to the small	onett.
b) Relationship Description (if the discloseable inter	est novem is an	i indirect ov	wher, list path of ownershi	p from indirect owner to the appli	cant):
See Attachment 1					
elated FCC Regulated Businesses of Disc	closable Inte	rest Hol	ders (repeat for each	n interest holder identified)
11a) Name and address of all FCC Regulated Busine	2000	0	11b)	11c)	11d)
owned by Disclosable Interest Holder listed in #C additional sheets, if necessary):			rincipal Business:	TIN:	Percent of Interest Held
See Attachment 1					
_ ·					
				, 88°1077	7233
				(a) (Ma)	1 2
				13 33	88 BITIB
				To all	no Na
				25.52.V	Ser

Schedule for Disclosable Interest Holders

1) Disclosable Interest Holder's First Name (if individ	lual):	MI:	Last Name:		Suffixi
2) Disclosable Interest Holder's Name (if entity):				3) Disclosable Interest Holde	r's TIN:
Madison Merger Subsidiary	, Inc.				
) Disclosable Interest Holder's Address:					
1100 Peachtree Street, N.	.E., At	lanta,	GA 30309		
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosat	ole Interest H	older is a(n): () or list of codes):	7) Percent of Interest Held in	Applicant:
D		С		25%	
Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest	Holder's Country of Citizenship:	
L			U.S.A.		
) Relationship Description (if the discloseable intere	st holder is ar	n indirect own	er, list path of ownership	from indirect owner to the applica	int);
See Attachment 1					
elated FCC Regulated Businesses of Disc	losable Int	erest Hold	ers (repeat for each	interest holder identified)	
11a) Name and address of all FCC Regulated Busines owned by Disclosable Interest Holder listed in #3 additional sheets, if necessary):		Pri	11b) ncipal Business:	11c) TIN:	11d) Percenti of Interest Held:
See Attachment 1					

FCC 602 Schedule A

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 - 0799 See instructions for public burden estimate

Discloseble Interest Holder Information (complete as many as required to describe all discloseble interest holders)

Disclosable interest Holder information (co	mpiete as ma	ny as red	uired to describe all di	sciosable interest holders)	
Disclosable Interest Holder's First Name (if indiving the indivingation the individual the in	dual):	MI:	Last Name:		Suffix:
0.5:				I av av	
2) Disclosable Interest Holder's Name (II) entity):				3) Disclosable Interest Holder's	TIN:
BellSouth Mobility Inc					
4) Disclosable Interest Holder's Address:	Islosable Interest Holder's Name (if entity): Ilsouth Mobility Inc Islosable Interest Holder's Address: O Peachtree Street, N.E., Atlanta, GA 30309 Ipe of Interest in Applicant () (applicant of Interest Holder's Country of Citizenship: I C 50% Issolosable Interest Holder's Type of Ownership I C 50% Issolosable Interest Holder's Country of Citizenship: I U.S.A. Islationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant); Attachment 1 Interest Holder's Cegulated Businesses of Disclosable Interest Holder's (repeat for each interest holder Identified) Italy Principal Business: Tin: 11d) Percent of Interest Holder I				
1100 Peachtree Street, N	.E., Atl	anta,	GA 30309		
Type of Interest in Applicant () (refer to Instructions for list)				7) Percent of Interest Held in A	pplicant:
I	I	С		į 50%	
Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest Ho	older's Country of Citizenship:	
G/L			U.S.A.		
10) Relationship Description (if the discloseable interes	est holder is an in	direct own	er, list path of ownership fro	om indirect owner to the applicant)‡
Goo Attachmont 1					
see Attachment 1					
Related FCC Regulated Businesses of Disc	losable Intere	est Holde	ers (repeat for each in	nterest holder Identified)	
			11b)	11c)	11d)
		Prin	cipal Business:	TIN:	
additional sheets, if necessary):	,				
See Attachment 1					
				3011121	57475
٠.				NOVI	199
				17 5-44	3192
				GETTYOU	URG (3)
				E.	-24/2
				36.21.30	3600
	I			1	

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (co	mplete as ma	ny as re	quired to describe all di	sclosable interest holders)	
Disclosable Interest Holder's First Name (if indivi-	dual):	MI:	Last Name:	-	Suffix:
2) Disclosable Interest Holder's Name (if entity):		-	•	3) Disclosable Interest Holder's	ΓIN:
BellSouth Cellular Corp.					their
Disclosable Interest Holder's Address:					
1100 Peachtree Street, N	.E., Atl	.anta	, GA 30309		
Type of Interest in Applicant () (refer to Instructions for list)			lolder is a(n): () or list of codes);	7) Percent of Interest Held in Ap	pplicant:
I		С		75%.	
Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest H	older's Country of Citizenship:	
(Tere) to manucuona format).					
G/L			U.S.A.		
10) Relationship Description (if the discloseable interest	st holder is an in	ndirect ow	ner, list path of ownership fro	om indirect owner to the applicant):	•
See Attachment 1					
Related FCC Regulated Businesses of Disc	closable Inter	est Hole	ders (repeat for each i	nterest holder identified)	
11a)			11b)	11c)	11d)
Name and address of all FCC Regulated Busine owned by Disclosable Interest Holder listed in #3 additional sheets, if necessary):		Pr	incipal Business:	TIN:	Percent of Interest Held:
additional sneets, if necessary),					
See Attachment 1					
				, /4.5 (1.5.5)	2000
					4 753
			,	5 NU	1888
٧.				ino "i").	EN EN

Approved by OMB 3060 - 0799 See instructions for public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) MI: 1) Disclosable Interest Holder's First Name (if individual): Last Name: Suffix: 2) Disclosable Interest Holder's Name (if entity): 3) Disclosable Interest Holder's TIN: BellSouth Mobile Systems, Inc. 4) Disclosable Interest Holder's Address: 1100 Peachtree Street, N.E., Atlanta, GA 30309 6) Disclosable Interest Holder is a(n): (7) Percent of Interest Held in Applicant: 5) Type of Interest in Applicant ((refer to Instructions for list) (refer to instructions for list of codes): C 75% Ι 8) Disclosable Interest Holder's Type of Ownership 9) Disclosable Interest Holder's Country of Citizenship: (refer to instructions for list): U.S.A. 10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Attachment 1 Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Namel and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See Attachment 1			
		- d	12737
) 6 ₁	1869
		Z July GEN	CO SAURA
`		्रहेट सद १८९ इंट्रेस्ट १८९	2521766

FCC 602 Schedule A

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

isclosable Interest Holder Information (co	mplete as ma	any as req	uired to describe all	disclosable interest holders)	
1) Disclosable Interest Holder's First Name (if indivi	idual):	MI:	Last Name:		suffix:
2) Disclosable Interest Holder's Name (if entity):				3) Disclosable Interest Holder's	TIN:
BellSouth Enterprises, In	.C .				
4) Disclosable Interest Holder's Address:					
1100 Peachtree Street, N	.E., Atl	lanta,	GA 30309		
5) Type of Interest in Applicant () (refer to Instructions for list)			lder is a(n); () llist of codes);	7) Percent of Interest Held in A	Applicant:
I		С		75%	
Disclosable Interest Holder's Type of Ownership (refer to instructions for list):	I.		9) Disclosable Interest	Holder's Country of Citizenship:	
G/L			U.S.A.		
(if the discloseable interest)	est holder is an i	indirect own	er, list path of ownership	from indirect owner to the applican	t):
See Attachment 1					
Related FCC Regulated Businesses of Disc	closable Inte	rest Hold	ers (repeat for each	n interest holder identified)	
11a) Namei and address of all FCC Regulated Busine owned by Disclosable Interest Holder listed in #\(\) additional sheets, if necessary);	esses 3 (use	Prir	11b) cipal Business:	11c) TIN:	11d) Percent of Interest Held:
,,,,,,,,,,					interest reid.
					interest retur
See Attachment 1					interest redu
					interest retu
					interest retu
				- OT 10 11 7	21372
				NOV	1999 WED
				NOV	2137475
See Attachment 1				NOV	2137475

Schedule for Disclosable interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)							
Disclosable Interest Holder's First Name (if individual)	dual):	MI:	Last Name:		Suffix:		
		L					
Disclosable Interest Holder's Name (if entity):	_			3) Disclosable Interest Holder's TIN	:		
BellSouth Corporation							
Disclosable Interest Holder's Address:							
1155 Peachtree Street, N.E., Atlanta, GA 30309							
5) Type of Interest in Applicant ()	6) Disclosable I		* 7 1 4	7) Percent of Interest Held in Applic	ant:		
(refer to Instructions for list)	(refer to insu	uctions to	flist of codes):				
<u>.</u>		a		1000			
1		С	T	100%			
Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest Ho	older's Country of Citizenship:			
(reten to mist actions for list).							
G /7			TT G 7				
G/L			U.S.A.				
0) Relationship Description (if the discloseable intere	st holder is an in	direct own	er, list path of ownership fro	m indirect owner to the applicant):			
 See Attachment 1							
See Accacimient 1							
Related FCC Regulated Businesses of Disc	losable Intere	est Holde	ers (repeat for each in	nterest holder identified)			
			()				

11a) Namel and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See Attachment 1			
		50.10	11700
		No.	1999
			HIPO CO
		26.52.98	12/12/2019

As reflected in the attached FCC Form 602, Huntsville MSA Limited Partnership ("Applicant") is a limited partnership comprised of Alabama Cellular Service, Inc. ("ACSI"), which holds a 48.75% general partnership interest and a 1.25% limited partnership interest; Huntsville Cellular Telephone Corp., Inc. ("HCTC"), which holds a 25% limited partnership interest; and Madison Merger Subsidiary, Inc. ("MMSI"), which holds a 25% limited partnership interest. ACSI is a wholly-owned subsidiary of **BellSouth** Mobility Inc ("BMI"), which is a wholly-owned subsidiary of **BellSouth** Cellular Corp. ("BSCC"). HCTC is also a wholly-owned subsidiary of BSCC. BSCC is a wholly-owned subsidiary of **BellSouth** Mobile Systems, Inc. ("BMW"), which is a wholly-owned subsidiary of **BellSouth** Enterprises, Inc. ("BSE"). BSE, in turn, is a wholly-owned subsidiary of **BellSouth** Corporation ("BSC"). MMSI is also a **wholly**-owned subsidiary of BSC.

HCTC is an Alabama corporation. MMSI and BMSI are Delaware corporations; and ACSI, BMI, BSCC and BSE are Georgia corporations. All are headquartered at 1100 Peachtree Street, N.E., Atlanta, Georgia 30309. BSC is a Georgia corporation headquartered at 1155 Peachtree Street, N.E., Atlanta, Georgia 30309.

BSC is a publicly traded company. No person or entity is known to own more than five percent or more of its outstanding stock. BSC is a holding company providing telecommunications services, systems and products primarily through two wholly-owned subsidiaries, **BellSouth** Telecommunications, Inc. ("BST") and BSE.

BST, a Georgia corporation, primarily provides tariffed public **landline** telephone service within localities in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.

BSE is the holding company for **BSC's** investments in companies generally engaging in telecommunications activities other than public **landline** telephone services, including commercial and private mobile radio services, and advertising and publishing services. Such services include cellular, rural radio, point-to-point microwave, broadband personal communications, and private land mobile radio services. BSC subsidiaries also provide **wireline** and wireless cable services, data services, and long distance services in accordance with the Telecommunications Act of 1996.

The following lists FCC regulated businesses of Applicant and its disclosable interest holders — HCTC, ACSI, MMSI, BMI, BSCC, BMSI, BSE, and BSC -beginning with BSC, Applicant's ultimate corporate parent and the real party in interest. Entities which hold FCC licenses are indicated in bold italics; other entities are listed to make clear the relationship between Applicant and its disclosable interest holders. **TINs** are listed for these entities, as appropriate. Unless otherwise indicated, each entity is owned 100% by its parent company.

Page 2 of 5

As of October 1, 1999

BellSouth Corporation BellSouth International Network Holdings, Inc. BellSouth International ACCESS, Inc. Global Leasing Company BellSouth Telecommunications, Inc. BellSouth Value Added Services Holdings, Inc. Be//South Long Distance, Inc. Be//South Wireless Cable, Inc. Madison Merger Subsidiary, Inc. Huntsville MSA Limited Partnership (25% LP) **RAM** Broadcasting Corporation PAM Communications Group, Inc. BellSouth Wireless Data L.P. (.57% GP) RAM/BSE Communications L.P. (50% GP) BellSouth Wireless Data L.P. (93.82% LP) South Florida Television Inc. Wireless Cable of Atlanta, Inc. Vidcomm, Inc. BellSouth Enterprises, Inc. BellSouth International, Inc. BellSouth Mobile Data, Inc. RAM/BSE Communications L.P. (49% GP; 1% LP) BellSouth Wireless Data L.P. (93.82% LP) BellSouth Mobile Systems, Inc. BellSouth Cellular Corp. American Cellular Communications Corporation (71.6332%) Anniston-Westel Company, Inc. Atlanta-Athens MSA Limited Partnership (40% GP/10.9% LP) Bakersfield Holdings, Inc. BCTC of Texas. Inc. Indiana 8, L.L.C. BSCC of Houston, Inc. Cellular Holdings of Texas, Inc. BSCC Cellular of Texas, L.P. (1% GP) AB Cellular Holding, L.L.C. (8.541%) Houston Cellular Telephone Company, L.P. (99% LP)

> Galveston Cellular Partnership (87.3462% GP) Galveston Cellular Telephone Company

Houston Cellular Holding Company (Tex), LLC

Houston Cellular Telephone Company, L.P. (1% GP)

Wireless Telecommunications Investment Company LLC

BellSouth Cellular Systems, Inc.

BSCC Cellular of Texas, L.P. (99% LP)

A B Cellular Holding, L. L. C. (8.541%)

Houston Cellular Telephone Company, L.P. (99% LP)

Galveston Cellular Partnership (87.3462% GP)

Galveston Cellular Telephone Company

Houston Cellular Holding Company (Tex), LLC

Houston Cellular Telephone Company, L.P. (1% GP)

Wireless Telecommunications Investment Company LLC

Galveston Mobile Corporation

FCC Form 602 Attachment 1 Page 3 of 5

AB Cellular Holding, L.L.C. (.451%)

Houston Cellular Telephone Company, L.P. (99% LP)

Galveston Cellular Partnership (87.3462% GP)

Galveston Cellular Telephone Company

Houston Cellular Holding Company (Tex), LLC

Houston Cellular Telephone Company, L.P. (1% GP)

Wireless Telecommunications Investment Company LLC

Gary Cellular Corporation

Gary Cellular Telephone Company (33.30% GP)

Georgia Cellular Corporation

Atlanta-Athens MSA Limited Partnership (49% LP)

Georgia Cellular Holdings, Inc.

Atlanta-Athens MSA Limited Partnership (. 1% LP)

Indiana Cellular Corporation

Jackson Holdings, Inc.

Jackson Acquisitions Corp. (94%)

Jackson Cellular Corporation

MCTA (50.1% GP)

Los Angeles RCCs, Inc. (85%)

ACCC of Los Angeles, Inc. (51%)

A B Cellular Holding, L. L. C. (35.393%)

Houston Cellular Telephone Company, L.P. (99% LP)

Galveston Cellular Partnership (87.3462% GP)

Galveston Cellular Telephone Company

Houston Cellular Holding Company (Tex), LLC

Houston Cellular Telephone Company, L.P. (1% GP)

Wireless Telecommunications Investment Company LLC

Westel-Indianapolis Company

Bloomington Cellular Telephone Company (94.2142% GP)

Kokomo Celltelco Partnership (9.041% GP)

Muncie Cellular Telephone Company, Inc. (93.1005%)

Terre Haute Cellular Telephone Company, Inc. (93.3011%)

Westel-Los Angeles Company

ACCC of Los Angeles, Inc. (49%)

AB Cellular Holding, L. L.C. (35.393%)

Houston Cellular Telephone Company, L.P. (99% LP)

Galveston Cellular Partnership (87.3462% GP)

Galveston Cellular Telephone Company

Houston Cellular Holding Company (Tex), LLC

Houston Cellular Telephone Company, L.P. (1% GP)

Wireless Telecommunications Investment Company LLC

Westel-Milwaukee Company, Inc.

Westel Richmond, Inc.

Orlando SMSA Limited Partnership (19.72% LP)

Memphis SMSA Limited Partnership (25% LP)

Tennessee RSA Limited Partnership (25% LP)

BellSouth Mobility Inc

Acadiana Cellular General Partnership (RSA's No. 5 & 6) (35% GP)

Alabama Cellular Service, Inc.

Huntsville MSA Limited Partnership (48.75% GP/1.25% LP)

American Cellular Communications Corporation (28.3668%)

Atlanta-Athens MSA Limited Partnership (40% GP/10.9% LP)

Georgia Cellular Corporation

Atlanta-Athens MSA Limited Partnership (49% LP)

Georgia Cellular Holdings, Inc.

Atlanta-Athens MSA Limited Partnership (. 1% L P)

BellSouth Mobility Communications, Inc.

B-Side Carriers L.P. (13.263% LP)

B-Side L.L.C. (12.618%)

B-Side Carriers L.P. (.268% GP)

Cellular Radio of Chattanooga (25%)

Chattanooga MSA Limited Partnership (29.54% LP)

Century Cellunet of North Louisiana Cellular Limited Partnership (9% LP) Chattanooga CGSA, Inc.

Chattanooga MSA Limited Partnership (40% GP/15.31% LP)

Decatur RSA Limited Partnership (40% GP/40% LP)

Florida Cellular Service, Inc.

Jacksonville MSA Limited Partnership (40% GP/45.76% LP)

Florida RSA No. 2B (Indian River) Limited Partnership (40% GP/31.5% LP)

Georgia RSA No. 1 Limited Partnership (25% GP/49.46% LP)

Georgia RSA No. 2 Limited Partnership (30% GP/31.227% LP)

Georgia RSA No. 3 Limited Partnership (30% GP/45% LP)

Jackson Acquisitions Corp. (6%)

Jackson Cellular Corporation

MCTA (50.1% GP)

Kentucky CGSA, Inc.

Louisiana CGSA, Inc.

Lafayette MSA Limited Partnership (30% GP/21% LP)

Louisiana RSA No. 8 Limited Partnership (40% GP/10% LP)

Louisiana RSA No. 7 Cellular General Partnership (66.7% GP)

Memphis CGSA, Inc.

Memphis SMSA Limited Partnership (40% GP/35% LP)

Tennessee RSA Limited Partnership (40% GP/35% LP)

M-T Cellular. Inc.

Northeastern Georgia RSA Limited Partnership (1% GP/34% LP)

Northeast Mississippi Cellular, Inc.

Orlando CGSA. Inc.

Orlando SMSA Limited Partnership (30.67% GP/49.61% LP)

Memphis SMSA Limited Partnership (25% LP)

Tennessee RSA Limited Partnership (25% LP)

South Carolina Cellular Service, Inc.

ALLTEL Cellular Associates of South Carolina Limited Partnership (46.41968% LP)

Chattanooga MSA Limited Partnership (15.15% LP)

MCTA (49.9% GP)

Pittsburgh SMSA Limited Partnership (3.6% LP)

Huntsville Cellular Telephone Corp., Inc.

Huntsville MSA Limited Partnership (25% LP)

BellSouth Wireless, Inc.



THIS A'M'ACHMENT CONTAINS TIN INFORMATION

FCC Form 602 Attachment 1 Page 5 of 5

BellSouth Personal Communications, Inc.
BellSouth Carolinas PCS, L.P. (55.7647% GP)
BellSouth Carolinas PCS, L. L.C.

Upless indicated otherwise leach subsidiary is owned 100% by its parent company.

Bold Italics indicates an entity which holds a license.

AND C